

WOOD & LAMPING LLP

Attorneys and Counselors at Law

600 Vine Street, #2500

Cincinnati, OH 45202-2409

Telephone: (513) 852-6000

Fax: (513) 852-6087

Fed Tax ID.: 31-0494955

TERMS: Payable Upon Receipt
SERVICE CHARGE AFTER 30 DAYS

Southland 75, LLC
c/o Hank Menninger, Trustee
Wood & Lamping LLP

January 9, 2014
Invoice 460449

ID: 160719-00005 - HEM
Re: Case Administration

For Services Rendered Through December 31, 2013

Current Fees 2,055.00

Total Current Charges

2,055.00

Charge to: ☐ Visa ☐ Mastercard ☐ American Express ☐ Discover Card

Account #: _____ Exp. Date: _____

Name: _____ Signature: _____ Amount: \$ _____

Wood & Lamping LLP

Southland 75, LLC
Re: Case Administration
I.D. 160719-00005 - HEM

January 9, 2014
Invoice 460449
Page 2

Fees					
Date	Atty	Description	Hours	Rate	Amount
12/09/13	HEM	Corresp. w. Ray Pikna and R. Jackson regarding substantive consolidation.	0.10	395.00	39.50
12/19/13	RJP	Review e-mail from Mr. Kin requesting change in time of meeting due to Mr. Lofino's travel schedule, conference with Mr. Menninger regarding same and reply to Mr. Kin.	0.10	380.00	38.00
12/23/13	RJP	Attend part of meeting with Messrs. Vollmer (Midland Retail - retail specialist), McGill (LCM Investments Director of Facilities), Sloan (Controller), Shaneyfelt (counsel for Lofino Properties), Kin (counsel for Southland 75), and Menninger (Trustee), with Mr. Lofino by telephone, regarding issues relating to cases and direction to be taken in cases; post-meeting conference with Mr. Menninger.	1.00	380.00	380.00
12/30/13	RJP	Conference with Mr. Menninger regarding case and actions to be taken. (0.1) Work on motion for substantive consolidation. (2.0)	2.10	380.00	798.00
12/31/13	RJP	Conference with Mr. Menninger regarding factual predicates for substantive consolidation. Review authorities on substantive consolidation and work on motion.	2.00	380.00	760.00
12/31/13	HEM	Conf. w. Ray Pikna regarding substantive consolidation.	0.10	395.00	39.50
Total Fees			5.40		2,055.00
Total Fees and Disbursements					2,055.00
Total Current Charges					2,055.00

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TERMS: Payable Upon Receipt
SERVICE CHARGE AFTER 30 DAYS

Southland 75, LLC
c/o Hank Menninger, Trustee
Wood & Lamping LLP

January 9, 2014

Invoice 460450

ID: 160719-00008 - HEM
Re: Fee/Employment Applications

For Services Rendered Through December 31, 2013

Current Fees

646.00

Total Current Charges

646.00

Charge to: ☐ Visa ☐ Mastercard ☐ American Express ☐ Discover Card

Account #: _____ Exp. Date: _____

Name: _____ Signature: _____ Amount: \$ _____

Wood & Lamping LLP

Southland 75, LLC
Re: Fee/Employment Applications
I.D. 160719-00008 - HEM

January 9, 2014
Invoice 460450
Page 2

Fees					
Date	Atty	Description	Hours	Rate	Amount
12/21/13	RJP	Prepare application to employ Wood & Lamping LLP as counsel for Trustee, affidavit of Henry E. Menninger, Jr., in support of application, fee procedures motion, and notice of foregoing. E-mail same to Mr. Menninger and actions to be taken.	1.50	380.00	570.00
12/24/13	RJP	Finalize application for appointment of counsel, affidavit of Henry E. Menninger, Jr., motion for fee procedures, and notice of foregoing for filing, instruct Ms. Werner to file and serve same.	0.20	380.00	76.00
Total Fees			1.70		646.00
Total Fees and Disbursements					646.00
Total Current Charges					646.00

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TERMS: Payable Upon Receipt
SERVICE CHARGE AFTER 30 DAYS

Southland 75, LLC
c/o Hank Menninger, Trustee
Wood & Lamping LLP

January 9, 2014
Invoice 460451

ID: 160719-00010 - HEM
Re: Financing

For Services Rendered Through December 31, 2013

Current Fees	3,952.00
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Total Current Charges	3,952.00
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Charge to: ☐ Visa ☐ Mastercard ☐ American Express ☐ Discover Card

Account #: _____ Exp. Date: _____

Name: _____ Signature: _____ Amount: \$ _____

Wood & Lamping LLP

Southland 75, LLC
Re: Financing
I.D. 160719-00010 - HEM

January 9, 2014
Invoice 460451
Page 2

Fees					
Date	Atty	Description	Hours	Rate	Amount
12/09/13	RJP	Telephone conference with Mr. Blomgren regarding use of Glicny cash collateral and potential substantive consolidation.	0.30	380.00	114.00
12/10/13	RJP	Review loan documents and appraisal received from Mr. Blomgren. (0.5) E-mails to and from Mr. Menninger regarding Glicny's position. (0.3)	0.80	380.00	304.00
12/11/13	RJP	Telephone conference with Mr. Blomgren regarding cross-collateralization issues. (0.1) Review budget received for Glicny Southland 75 store, conference with Mr. Menninger regarding revisions needed to budget. (0.4) E-mail to counsel for lenders and Ms. Jackson regarding proposed budgets, trustee and legal fees and expenses, and time periods for interim and final cash collateral orders and setting hearing on final cash collateral orders. (0.1) Revise budget for Southland 75 store subject to Glicny mortgage. (0.3)	0.90	380.00	342.00
12/12/13	RJP	Telephone conference with Ms. Hensley to obtain date for final hearing on motion to use cash collateral. E-mail to Mr. Sanker, Mr. Blomgren, and Ms. Jackson regarding same. Revise interim budget for store subject to Glicny mortgage. Telephone conference with Mr. Blomgren regarding budget, real estate and tax issues, and allocation of trustee fees to Southland 75 rather than Lofino properties. E-mails to and from Ms. Guthrie (counsel for Receiver) regarding revised budget, payment date for real estate taxes, status of insurance on property, and payment of fees and expenses of Receiver and counsel for Receiver. Telephone conference with Mr. Blomgren regarding foregoing. Review e-mail from Mr. Blomgren with estimated balances due to Glicny on Lofino loans and confirming availability for final cash collateral hearing. E-mail revised budget to Mr. Blomgren and explain rationale for same due to need to support vacant properties in Lofino Properties case.	1.50	380.00	570.00
12/18/13	RJP	Review docket, cash collateral motion filed by debtor in possession, and order appointing trustee; review e-mails from Mr. Blomgren and budget for Southland 75 store, consider revisions to budget; prepare cash collateral motion, e-mail to Mr. Blomgren regarding same and proposed modifications to budget; prepare LBR Form 4001-2 and revise cash collateral motion. (3.5) Conference with Mr. Menninger regarding budget, payments requested by Mr. Blomgren for Glicny's, meeting to be held with owner and counsel for owner, and actions to be undertaken in case. (0.2) Prepare interim cash collateral order, e-mail same and revised cash collateral motion to Mr. Blomgren. (2.0)	5.70	380.00	2,166.00
12/20/13	RJP	Conference with Mr. Menninger regarding payments requested by Glicny and December 2013 and January 2014 budgets. Voicemail to Mr. Blomgren and follow up e-mail regarding payments to be	0.20	380.00	76.00

Wood & Lamping, L.L.P.

Southland 75, LLC
I.D. 160719-00010 - HEM
Re: Financing

January 9, 2014

Invoice 460451

Page 3

Date	Atty	Description	Hours	Rate	Amount
		made by Trustee. Telephone conference with Mr. Blomgren regarding same and developments in case.			
12/23/13	RJP	Prepare notice of motion for interim and final use of cash collateral. Review e-mail and budget received from Mr. Blomgren. Telephone conference with Mr. Blomgren regarding budget, filing of motion and finalizing order. Revise budget. Finalize motion for interim and final use of cash collateral, file and serve same.	1.00	380.00	380.00
Total Fees			10.40		3,952.00
Total Fees and Disbursements					3,952.00
Total Current Charges					3,952.00

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TERMS: Payable Upon Receipt
SERVICE CHARGE AFTER 30 DAYS

Southland 75, LLC
c/o Hank Menninger, Trustee
Wood & Lamping LLP

February 25, 2014
Invoice 462690

ID: 160719-00003 - HEM
Re: Asset Disposition

For Services Rendered Through January 31, 2014

Current Fees

76.00

Total Current Charges

76.00

Charge to: ☐ Visa ☐ Mastercard ☐ American Express ☐ Discover Card

Account #: _____ Exp. Date: _____

Name: _____ Signature: _____ Amount: \$ _____

Wood & Lamping LLP

Southland 75, LLC
Re: Asset Disposition
I.D. 160719-00003 - HEM

February 25, 2014
Invoice 462690
Page 2

Fees					
Date	Atty	Description	Hours	Rate	Amount
01/09/14	RJP	Receive voicemail from Mr. Vollmer regarding lines of communication with Trustee and counsel concerning debtor's real estate. Conference with Mr. Menninger regarding same, voicemail to Mr. Vollmer.	0.10	380.00	38.00
01/28/14	RJP	Review e-mail and information from Mr. Vollmer regarding outlot issues.	0.10	380.00	38.00
Total Fees			0.20		76.00
Total Fees and Disbursements					76.00
Total Current Charges					76.00

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TERMS: Payable Upon Receipt
SERVICE CHARGE AFTER 30 DAYS

Southland 75, LLC
c/o Hank Menninger, Trustee
Wood & Lamping LLP

February 25, 2014
Invoice 462691

ID: 160719-00004 - HEM
Re: Business Operations

For Services Rendered Through January 31, 2014

Current Fees	76.00
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Total Current Charges

76.00

Charge to: ☐ Visa ☐ Mastercard ☐ American Express ☐ Discover Card

Account #: _____ Exp. Date: _____

Name: _____ Signature: _____ Amount: \$ _____

Wood & Lamping LLP

Southland 75, LLC
Re: Business Operations
I.D. 160719-00004 - HEM

February 25, 2014
Invoice 462691
Page 2

Fees					
Date	Atty	Description	Hours	Rate	Amount
01/23/14	RJP	Review e-mails from Mr. Richards (Foresite) regarding payables due on properties subject to Glicny mortgages.	0.10	380.00	38.00
01/24/14	RJP	Reply to e-mail from Mr. Richards inquiring regarding Trustee's position on payment of accounts payable.	0.10	380.00	38.00
Total Fees			0.20		76.00
Total Fees and Disbursements					76.00
Total Current Charges					76.00

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TERMS: Payable Upon Receipt
SERVICE CHARGE AFTER 30 DAYS

Southland 75, LLC
c/o Hank Menninger, Trustee
Wood & Lamping LLP

February 25, 2014
Invoice 462692

ID: 160719-00005 - HEM
Re: Case Administration

For Services Rendered Through January 31, 2014

Current Fees 3,100.50

Total Current Charges

3,100.50

Charge to: ☐ Visa ☐ Mastercard ☐ American Express ☐ Discover Card

Account #: _____ Exp. Date: _____

Name: _____ Signature: _____ Amount: \$ _____

Wood & Lamping LLP

Southland 75, LLC
Re: Case Administration
I.D. 160719-00005 - HEM

February 25, 2014
Invoice 462692
Page 2

Fees					
Date	Atty	Description	Hours	Rate	Amount
01/02/14	RJP	Telephone conference with Mr. Menninger and counsel and representatives of Glicny Real Estate Holdings regarding their perspective on case and issues to be addressed. (0.5) Complete review of authorities on substantive consolidation and work on motion for same. (3.5)	4.00	380.00	1,520.00
01/03/14	RJP	Revise certificate of service for motion for substantive consolidation; prepare notice of motion for consolidation; final review of motion; instruct Ms. Werner to file and serve motion and notice.	0.50	380.00	190.00
01/07/14	RJP	Work on agreed order approving motion for substantive consolidation.	1.00	380.00	380.00
01/10/14	RJP	Conference with Mr. Menninger regarding draft agreed order approving substantive consolidation. Revise same and e-mail same to counsel for parties.	0.20	380.00	76.00
01/14/14	RJP	Review transcript of hearing on dismissal or appointment of trustee and consider case in light of court's findings. Re-send draft agreed order approving substantive consolidation to Mr. Blomgren.	0.20	380.00	76.00
01/16/14	RJP	Review e-mail from Mr. Blomgren and telephone conference with Mr. Blomgren regarding scheduling telephone conference with trustee and Glicny representatives. Conference with Mr. Menninger regarding availability for conference call and e-mail to Mr. Blomgren regarding same.	0.10	380.00	38.00
01/17/14	RJP	Attend majority of telephone conference with Mr. Menninger, Mr. Blomgren, and Glicny representatives; conference with Mr. Menninger regarding foregoing.	0.10	380.00	38.00
01/21/14	RJP	E-mails from and to Mr. Kin regarding delivery of documents requested by Trustee.	0.10	380.00	38.00
01/23/14	RJP	Review e-mail from Mr. Shaneyfelt, voicemail to Mr. Shaneyfelt and follow up e-mail regarding same. Conference with Mr. Menninger regarding proposed revisions. Telephone conference with Mr. Shaneyfelt regarding proposed revisions to draft agreed order of substantive consolidation relating to non-recourse issue, revise proposed order. E-mail proposed order to counsel for parties. Review e-mail from Mr. Kin, reply to same and confirm extension of time for debtors to respond to motion for substantive consolidation pending receipt of comments to revised order from parties.	0.20	380.00	76.00
01/27/14	RJP	Review e-mail from Mr. Shaneyfelt regarding Glicny position on revised agreed substantive consolidation order. E-mail to Mr. Blomgren to confirm same; review reply. Receive e-mail approval of proposed order from Mr. Sanker (counsel for First Financial). E-mails to and from Messrs. Shaneyfelt and Kin (counsel for Lofino Properties and Southland 75) and obtain approvals to agreed	0.10	380.00	38.00

Wood & Lamping, L.L.P.

Southland 75, LLC
I.D. 160719-00005 - HEM
Re: Case Administration

February 25, 2014

Invoice 462692

Page 3

Date	Atty	Description	Hours	Rate	Amount
		substantive consolidation order. Conference with Mr. Menninger regarding foregoing and instruct Ms. Werner to upload order.			
01/28/14	HEM	File study and analysis of issues relating to possible sale of big boxes, and outlots; plan prospects; cash collateral issues; etc.	1.50	395.00	592.50
01/29/14	RJP	Review orders of substantive consolidation, e-mail to signatories to order regarding entry of same and cash collateral order being prepared.	0.10	380.00	38.00
Total Fees			8.10		3,100.50
Total Fees and Disbursements					3,100.50
Total Current Charges					3,100.50

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Fed Tax I.D.: 31-0494955

TERMS: Payable Upon Receipt
SERVICE CHARGE AFTER 30 DAYS

Southland 75, LLC
c/o Hank Menninger, Trustee
Wood & Lamping LLP

February 25, 2014
Invoice 462693

ID: 160719-00006 - HEM
Re: Claim Administration and Objection

For Services Rendered Through January 31, 2014

Current Fees	38.00
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Total Current Charges	38.00
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Charge to: ☐ Visa ☐ Mastercard ☐ American Express ☐ Discover Card
Account #: _____ Exp. Date: _____
Name: _____ Signature: _____ Amount: \$ _____

Wood & Lamping LLP

Southland 75, LLC
Re: Claim Administration and Objection
I.D. 160719-00006 - HEM

February 25, 2014
Invoice 462693
Page 2

Fees					
Date	Atty	Description	Hours	Rate	Amount
01/22/14	RJP	Review e-mail and payoff statements for Glicny loans received from Mr. Blomgren.	0.10	380.00	38.00
Total Fees			0.10		38.00
Total Fees and Disbursements					38.00
Total Current Charges					38.00

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Fed Tax ID.: 31-0494955

TERMS: Payable Upon Receipt
SERVICE CHARGE AFTER 30 DAYS

Southland 75, LLC
c/o Hank Menninger, Trustee
Wood & Lamping LLP

February 25, 2014
Invoice 462694

ID: 160719-00008 - HEM
Re: Fee/Employment Applications

For Services Rendered Through January 31, 2014

Current Fees	380.00
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Total Current Charges

380.00

Charge to: ☐ Visa ☐ Mastercard ☐ American Express ☐ Discover Card

Account #: _____ Exp. Date: _____

Name: _____ Signature: _____ Amount: \$ _____

Wood & Lamping LLP

Southland 75, LLC
Re: Fee/Employment Applications
I.D. 160719-00008 - HEM

February 25, 2014
Invoice 462694
Page 2

Fees					
Date	Atty	Description	Hours	Rate	Amount
01/08/14	RJP	Prepare monthly statement to be sent under fee procedures order.	0.20	380.00	76.00
01/09/14	RJP	Finalize monthly statements. E-mail to Ms. Jackson to request she accept service on behalf of United States Trustee. Review reply. Prepare correspondence for transmission of monthly statements.	0.30	380.00	114.00
01/18/14	RJP	Prepare order approving employment of Wood & Lamping LLP as counsel for Trustee, and order approving fee procedures motion.	0.50	380.00	190.00
Total Fees			1.00		380.00
Total Fees and Disbursements					380.00
Total Current Charges					380.00

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Fed Tax ID.: 31-0494955

TERMS: Payable Upon Receipt
SERVICE CHARGE AFTER 30 DAYS

Southland 75, LLC
c/o Hank Menninger, Trustee
Wood & Lamping LLP

February 25, 2014
Invoice 462695

ID: 160719-00010 - HEM
Re: Financing

For Services Rendered Through January 31, 2014

Current Fees	1,489.50
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Total Current Charges	1,489.50
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Charge to: ☐ Visa ☐ Mastercard ☐ American Express ☐ Discover Card

Account #: _____ Exp. Date: _____

Name: _____ Signature: _____ Amount: \$ _____

Wood & Lamping LLP

Southland 75, LLC
Re: Financing
I.D. 160719-00010 - HEM

February 25, 2014
Invoice 462695
Page 2

Fees					
Date	Atty	Description	Hours	Rate	Amount
01/02/14	RJP	Telephone conference with Mr. Blomgren and e-mails to and from Mr. Blomgren for approval of interim cash collateral order with Glicny. Execute interim order, instruct Ms. Werner to upload same, and telephone conference with Ms. Hensley (courtroom deputy) regarding uploading of order. E-mail to Mr. Blomgren to report status, conference with Mr. Menninger regarding same and timing of payment of adequate protection to Glicny. Receive wiring instructions from Mr. Blomgren for use upon entry of interim cash collateral order.	0.50	380.00	190.00
01/03/14	RJP	Conference with Mr. Menninger regarding status of interim cash collateral order and small variance in amount provided by Mr. Blomgren from amounts due in exhibit to interim cash collateral order. Provide wiring instructions for payment to receiver.	0.10	380.00	38.00
01/03/14	HEM	Research regarding impact of single asset real estate determination on need for immediate entry of cash collateral order.	0.50	395.00	197.50
01/06/14	RJP	Review e-mails between Mr. Menninger and Ms. Hadac (receiver) regarding payment of adequate protection to Glicny and from Mr. Menninger to Mr. Blomgren regarding same.	0.10	380.00	38.00
01/14/14	RJP	Voicemail to Mr. Kin regarding substantive consolidation, cash collateral hearing, post-petition financing issues and payment of taxes, and new value for plan. Telephone conference with Mr. Blomgren regarding final cash collateral hearing, status of budget, cancelling hearing, substantive consolidation, and status of responses from debtors following meeting of creditors. Voicemails to and from Ms. Guthrie and e-mail to Ms. Guthrie regarding budgets to be prepared. Telephone conference with Mr. Richards (Foresite) regarding budgets to be prepared for properties subject to Glicny's liens; e-mail December budget for Southland center not in receivership to Mr. Richards to incorporate in budget as placeholder pending receipt of budget from owner. (1.1) Conference with Mr. Menninger regarding status of pending matters. (0.1)	1.20	380.00	456.00
01/15/14	RJP	Review e-mails, potential tenant information, and budgets received from Mr. Richards (Foresite). Forward same to Mr. Menninger. (0.2) Telephone conference call with Messrs. Kin and Shaneyfelt regarding cash collateral hearing, post-petition financing and payment of real estate tax issues, substantive consolidation, new value, and status of providing information and repayment to estate as represented by debtors at 341 meeting. (0.3) Telephone conference with Ms. Hensley regarding cancelling January 16 hearing, setting final hearing in February on final cash collateral order, and notice to be prepared; e-mail to counsel for lenders, receiver, and debtors regarding same and February hearing date. (0.1) Conference with Mr. Menninger regarding developments.	0.70	380.00	266.00

Wood & Lamping, L.L.P.

Southland 75, LLC
I.D. 160719-00010 - HEM
Re: Financing

February 25, 2014
Invoice 462695
Page 3

Date	Atty	Description	Hours	Rate	Amount
		(0.1)			
01/16/14	RJP	Conference with Mr. Menninger regarding budgets received from Mr. Richards (Foresite). Review budgets received from Mr. Richards, compare to full year budgets previously received from Mr. Blomgren for properties subject to Glicny's mortgages and liens, and e-mail to Mr. Richards regarding issues presented.	0.40	380.00	152.00
01/17/14	RJP	Voicemails to and from Mr. Richards (Foresite) regarding budget; telephone conference with Mr. Richards regarding 2014 budgets received from Glicny for properties in prior receivership and telephone conference with Mr. Blomgren and Glicny representatives. Conference with Mr. Menninger regarding developments.	0.20	380.00	76.00
01/18/14	RJP	Prepare notice of final hearing on cash collateral motion, instruct Ms. Werner to file and serve same.	0.20	380.00	76.00
Total Fees			3.90		1,489.50
Total Fees and Disbursements					1,489.50
Total Current Charges					1,489.50

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TERMS: Payable Upon Receipt
SERVICE CHARGE AFTER 30 DAYS

Southland 75, LLC
c/o Hank Menninger, Trustee
Wood & Lamping LLP
,

February 26, 2014
Invoice 462744

ID: 160719-00012 - HEM
Re: Meeting of Creditors

For Services Rendered Through January 31, 2014

Current Fees	950.00
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Total Current Charges

950.00

Charge to: ☐ Visa ☐ Mastercard ☐ American Express ☐ Discover Card

Account #: _____ Exp. Date: _____

Name: _____ Signature: _____ Amount: \$ _____

Wood & Lamping LLP

Southland 75, LLC
Re: Meeting of Creditors
I.D. 160719-00012 - HEM

February 26, 2014
Invoice 462744
Page 2

Fees					
Date	Atty	Description	Hours	Rate	Amount
01/03/14	RJP	Attend meeting of creditors and represent trustee at same.	2.00	380.00	760.00
01/03/14	RJP	To and from bankruptcy courthouse in Dayton for 341 meeting (billed at half of hourly rate).	1.00	190.00	190.00
Total Fees			3.00		950.00
Total Fees and Disbursements					950.00
Total Current Charges					950.00

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TERMS: Payable Upon Receipt
SERVICE CHARGE AFTER 30 DAYS

Southland 75, LLC
c/o Hank Menninger, Trustee
Wood & Lamping LLP
,

February 25, 2014
Invoice 462696

ID: 160719-00013 - HEM
Re: Plan and Disclosure Statement

For Services Rendered Through January 31, 2014

Current Fees	38.00
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Total Current Charges

38.00

Charge to: ☐ Visa ☐ Mastercard ☐ American Express ☐ Discover Card

Account #: _____ Exp. Date: _____

Name: _____ Signature: _____ Amount: \$ _____

Wood & Lamping LLP

Southland 75, LLC
Re: Plan and Disclosure Statement
I.D. 160719-00013 - HEM

February 25, 2014
Invoice 462696
Page 2

Fees					
Date	Atty	Description	Hours	Rate	Amount
01/03/14	RJP	Conference with counsel for debtor regarding substantive consolidation and plan funding issues.	0.10	380.00	38.00
Total Fees			0.10		38.00
Total Fees and Disbursements					38.00
Total Current Charges					38.00